

# EXHIBIT D

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE            )  
ANTITRUST LITIGATION                 )  
  )    No. 11-CV-2509-LHK  
THIS DOCUMENT RELATES TO:            )  
ALL ACTIONS.                                )  
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VIDEO DEPOSITION OF TONY FADELL

MARCH 20, 2013

Reported by: Rosalie A. Kramm, CSR No. 5469, CRR

10:50:03 1 base salary for the people you supervised?

10:50:08 2 A. I was -- I would -- I would recommend -- well,  
10:50:11 3 what would happen is typically, if it was a new employee  
10:50:14 4 who was going to report to me, they -- I forget exactly  
10:50:19 5 who I think it was recruiting -- would come to me and  
10:50:24 6 say, we believe the right range for this would be in  
10:50:26 7 here. What would you like to do?

10:50:28 8 Q. Okay.

10:50:29 9 A. How -- how important is this person to -- to  
10:50:32 10 getting? Would it be to -- you know, how important it is  
10:50:35 11 to -- to hire this person over maybe somebody else, how  
10:50:40 12 much are you willing to go within your budget to -- to  
10:50:43 13 stretch to get this person if they were really great.

10:50:46 14 Q. And once that person came to work for you, were  
10:50:50 15 they reviewed on an annual basis with respect to  
10:50:52 16 compensation?

10:50:53 17 A. Well, they -- so, first, when they were hired,  
10:50:57 18 it wasn't just a salary range. There were all kind --  
10:51:01 19 like I said, those four other metrics.

10:51:02 20 Q. And I'm sorry. I was just talking about basis  
10:51:04 21 and point of entry in the discussion.

10:51:06 22 A. Okay. Then on -- then there was a -- a -- a  
10:51:10 23 natural review cycle. Sometimes people if they came too  
10:51:13 24 soon to a review cycle, they would miss the review cycle.  
10:51:17 25 But if they were there generally for about a year or six

10:51:20 1 months, depending on what the dynamics were at the time,  
10:51:25 2 we would then go through a review cycle of the entire  
10:51:28 3 team, and certain people based on merit and performance  
10:51:31 4 were then -- were then given a -- we would change the  
10:51:36 5 compensation full package based on that personal, you  
10:51:40 6 know, productivity.

10:51:42 7 Q. So was one of the things that was looked at as  
10:51:44 8 part of that cycle base salary?

10:51:52 9 A. It was base salary, it was bonus, and it was  
10:51:57 10 equity compensation, all three of those things combined.  
10:52:01 11 Benefits were something that were typically not -- you  
10:52:05 12 know, that was a company-wide thing.

10:52:07 13 Q. And just in terms of your responsibility, did  
10:52:10 14 you have input into each of those -- I guess there are  
10:52:13 15 three elements of compensation with respect to your  
10:52:16 16 reports; that is the base, the bonus, and the equity  
10:52:21 17 comp. Did you have input as part of that process?

10:52:25 18 A. I had input to the individual, yes.

10:52:29 19 Q. Okay.

10:52:32 20 A. Not to the general overarching, you know, what  
10:52:35 21 were the guidelines.

10:52:37 22 Q. Fair enough. And were the guidelines provided  
10:52:39 23 to you by people within the HR function at Apple? Let me  
10:52:46 24 ask a better question.

10:52:46 25 Who provided you the -- the general information

10:52:50 1 regarding the system? As part of your -- that process,  
10:52:55 2 where did you get that information?

10:52:57 3 A. It was a tool called [REDACTED]. So there is an HR  
10:53:01 4 and recruiting tool called [REDACTED], and it would say, this  
10:53:04 5 is the employee, this is the level, here are the salary  
10:53:06 6 ranges, and through that tool we were then -- we  
10:53:09 7 understood what the boundaries were. And if we were to  
10:53:11 8 go outside of that, then we would have to pull in a bunch  
10:53:14 9 of people to then approve anything outside of that range.

10:53:18 10 Q. And in the case where there was some kind of  
10:53:20 11 exception that you were advocating for, can you just tell  
10:53:25 12 me generally organizationally who would have to be  
10:53:27 13 involved in that discussion.

10:53:28 14 A. Well, it was different based on the different  
10:53:31 15 time frames that I was employed. Right? So when I was  
10:53:37 16 a -- when I started as a director, it was very different  
10:53:40 17 who I would speak to than when I was the senior vice  
10:53:45 18 president.

10:53:45 19 Q. So just generally could you tell me who you --  
10:53:47 20 who would have to be involved organizationally when you  
10:53:50 21 were a director in -- in approving exceptions that you  
10:53:55 22 were advocating for people you supervised.

10:53:59 23 A. I don't recall specifically. I don't recall.  
10:54:02 24 I just don't recall specifically.

10:54:04 25 Q. Were there people from the HR group that were

10:54:06 1 involved?

10:54:09 2 A. Each was a case-by-case basis.

10:54:11 3 Q. Was the CFO involved?

10:54:13 4 A. I don't remember ever getting the CFO involved  
10:54:15 5 in any of my --

10:54:17 6 Q. Was Steve Jobs involved?

10:54:19 7 A. No, he was not.

10:54:20 8 Q. Okay. When -- so I think you said that there  
10:54:23 9 was a point in time where things changed when you became  
10:54:27 10 a director?

10:54:27 11 A. Well, I -- I started as a director.

10:54:29 12 Q. I'm sorry. And then in the next phase, were  
10:54:35 13 there other people that -- or less people that were  
10:54:39 14 involved in approving exceptions that you advocated for  
10:54:44 15 with respect to the people you supervised?

10:54:46 16 A. There were all -- exceptions, there are always  
10:54:49 17 other people involved. There was never, you know -- I  
10:54:51 18 was never -- I could never just accrete something.

10:54:55 19 Q. You didn't have carte blanche?

10:54:57 20 A. I didn't have carte blanche, even as a senior  
10:55:00 21 vice president.

10:55:00 22 Q. But when you were a senior vice president, when  
10:55:02 23 you wanted to have exceptions approved, were there people  
10:55:05 24 from the HR organization that were involved in that  
10:55:07 25 discussion?

1 I, Rosalie A. Kramm, Certified Shorthand  
2 Reporter licensed in the State of California, License No.  
3 5469, hereby certify that the deponent was by me first  
4 duly sworn and the foregoing testimony was reported by me  
5 and was thereafter transcribed with computer-aided  
6 transcription; that the foregoing is a full, complete,  
7 and true record of said proceedings.

8 I further certify that I am not of counsel or  
9 attorney for either of any of the parties in the  
10 foregoing proceeding and caption named or in any way  
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of the  
13 original transcript will render the reporter's  
14 certificates null and void.

15 In witness whereof, I have hereunto set my hand  
16 this day: April 2, 2013.

17   X   Reading and Signing was requested.

18            Reading and Signing was waived.

19            Reading and signing was not requested.

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\_\_\_\_\_  
ROSALIE A. KRAMM

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CSR 5469, RPR, CRR

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